

P95000063995

AMERILAWYER<sup>00</sup>

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

55 AUG 19 AM 11:42

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

200001769802  
-08/18/95 -01009-010  
\*\*\*\*840.00 \*\*\*\*70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. KEDPRO INTERNATIONAL, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

8/18/95  
Examiner's Initials *Ngw*

**ARTICLES OF INCORPORATION  
OF  
KEDPRO INTERNATIONAL, INC.**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
55 AUG 18 AM 11:42

The undersigned subscribers to these Articles of Incorporation are natural persons competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **KEDPRO INTERNATIONAL, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 6995 Northwest 186th Street, Unit E106, Miami, Florida 33015 and the mailing address is the same.

**ARTICLE 4 - INCORPORATORS**

The names and street addresses of the incorporators of this Corporation are Bert A. Kedroe and Patricia A. Kedroe whose address shall be the same as the principal office of the Corporation.

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

|                 |                    |
|-----------------|--------------------|
| President:      | Bert A. Kedroe     |
| Vice-President: | Patricia A. Kedroe |
| Secretary:      | Patricia A. Kedroe |
| Treasurer:      | Bert A. Kedroe     |



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Bert A. Kodroo  
Patricia A. Kodroo

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 14 - AMENDMENT**

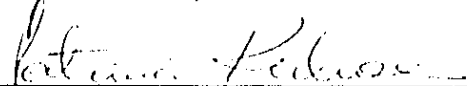
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



**AMERILAWYER™**

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 17 August 1995.

  
Bert A. Kedroo, Incorporator


  
Patricia A. Kedroo, Incorporator

FILED  
SECRETARY OF STATE  
17 AUG 19 AM 11:42

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
Lawrence J. Spiegel, President

ART2INC



**AMERILAWYER®**

343 ALMERIA AVENUE • CORAL GABLES, FL. 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL. 33114-4479

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AMERILAWYER<sup>®</sup>

June 4, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: KEDPRO INTERNATIONAL, INC.  
Document Number: P95000063995

Dear Sirs:

Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

- |    |   |   |
|----|---|---|
| 1. | Current Physical Address on file:<br>6995 Northwest 186 Street, Apt. E106<br>Miami, Florida 33015 | New Physical Address:<br>3031 Northwest 204 Terrace<br>Miami, Florida 33056 |
| 2. | Current Mailing Address on file:<br>6995 Northwest 186 Street, Apt. E106<br>Miami, Florida 33015  | New Mailing Address:<br>3031 Northwest 204 Terrace<br>Miami, Florida 33056  |

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely,

Lawrence J. Spiegel  
Attorney at Law

cc: Bert A. Kedroe

lra:kl

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Duby